

Gregg M. Galardi, Esq. Ian S. Fredericks, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP One Rodney Square PO Box 636 Wilmington, Delaware 19899-0636 (302) 651-3000 - and - Chris L. Dickerson, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP 333 West Wacker Drive Chicago, Illinois 60606 (312) 407-0700 Counsel to the Debtors and Debtors in Possession	Dion W. Hayes (VSB No. 34304) Douglas M. Foley (VSB No. 34364) MCGUIREWOODS LLP One James Center 901 E. Cary Street Richmond, Virginia 23219 (804) 775-1000
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC.,
et al.,

Chapter 11
Case No. 08-35653 (KRH)
(Jointly Administered)

Debtors.

**AFFIDAVIT IN SUPPORT OF EMPLOYMENT OF
GEORGETOWN ECONOMIC SERVICES, LLC
AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

DISTRICT OF COLUMBIA)
) ss:
WASHINGTON DC)

I, Michael T. Kerwin, being duly sworn, deposes and says:

1. I am Director of the firm Georgetown Economic Services, LLC (the "Firm"); which the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") wish to retain to perform ordinary-course consulting services during their chapter 11 cases. This Affidavit is submitted in compliance with the Order Granting Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(A), 327, 330 And 331 Authorizing Debtors To Employ Professionals Utilized In The Ordinary Course Of Business (the "OCB Professionals Order").

2. The Firm conducted a search of Firm's records for the names of the interested parties identified on Exhibit 1, which includes all of the Debtors, Non-Debtor Affiliates, Directors and Officers, Significant Shareholders, Pre and Post-petition Secured Lenders, Fifty Largest Unsecured Creditors, Restructuring Professionals, employees at the U.S. Trustee's Office-Region 4 and the Judges of the Eastern District of Virginia and the Bankruptcy Court Judges in the Eastern District of Virginia. Based on that search, neither I, the Firm, nor any member or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except as set forth hereinafter.

3. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters for which this Firm is to be retained. This Firm is a wholly owned subsidiary of Kelley Drye & Warren LLP ("Kelley Drye"), a law firm that represents the creditors of the Debtors set forth on Exhibit 2 in connection with these chapter 11 cases, including Developers Diversified Realty Corporation, a member of the official committee of unsecured creditors of the Debtors. This Firm and certain of its members and associates may have in the past represented, currently represent, and may in the future represent entities that are

claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases and the matters for which this Firm has been engaged. I do not believe that any of the past or current representations by this Firm or Kelley Drye as set forth on Exhibit 2 are material or present any conflict in connection with the matters for which this Firm has been engaged.

5. This Firm will continue to review its representations, those of Kelley Drye, and any updates to the lists of all creditors of the Debtors and will make any further disclosures as may be appropriate at that time. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCB Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The principal economist designated to work on this matter and his current standard rate is Robert N. Fenili, PhD, \$380 per hour.

6. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its economist and other professionals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, travel and expenses associated with travel such as food and lodging, the purchase of data from private and public sources, and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

7. Except as provided in the OCB Professionals Order, no representations or promises have been received by the Firm nor by any member of the Firm as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The members of Kelley Drye share in all compensation received by this Firm. Except as otherwise set forth herein, the Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

WHEREFORE, affiant respectfully submits this Affidavit in Support of Employment of Georgetown Economic Services, LLC as a Professional Utilized in the Ordinary Course of Business.



Michael T. Kerwin
Director, Georgetown Economic Services, LLC
3050 K Street, NW
Washington, DC 20007

DISTRICT OF COLUMBIA, ss:

Subscribed and sworn to before me
this 29 day of October 2009


Ann Malcolm
NOTARY PUBLIC

My commission expires: March 31, 2011

**EXHIBIT 1
INTERESTED PARTIES**

The Debtors

Abbott Advertising Agency, Inc.
CC Aviation, LLC
CC Distribution Company of Virginia, Inc.
Circuit City Properties, LLC
Circuit City Purchasing Company, LLC
Circuit City Stores, Inc.
Circuit City Stores PR, LLC
Circuit City Stores West Coast, Inc.
Courcheval, LLC
InterTAN, Inc.
Kinzer Technology, LLC
Mayland MN, LLC
Orbyx Electronics, LLC
Patapsco Designs, Inc.
Prahs, Inc.
Sky Venture Corporation
Ventoux International, Inc.
XS Stuff, LLC

Non-Debtor Affiliates

Asian Sourcing & Procurement Services Co. Ltd.
Circuit City Global Sourcing Ltd
Early Adopter Fund, LLC
InterTAN Canada, Ltd
InterTAN France SNC
InterTAN Ontario Ltd.
PlumChoice, Inc.
Sixth Street Marketplace, LP
St. Tammany Oaks Subdivision Association LLC
Theater Xtreme Entertainment Group, Inc.

Directors and Officers

Baldyga, Lisa
Barretta, Henry P.
Besanko, Brue H.
Bossin, Alan
Bradley, Brian S.
Breitenbecher, Kelly E.
Brill, Ronald M.
Byrd, Carolyn H.
Cuthbertson, Ron
Daoust, Ean

Dunn, Philip J.
Fairbairn, Ursula O.
Feigin, Barbara S.
Foss, Michael E.
Grove, Jacqueline
Hardyman, James F.
Harlow, John T.
Hedgebeth, Reginald D.
Heidemann, Lyle G.
Jonas, Eric A., Jr.
Kane, Alan
Kelly, John J.
King, Alan B.
Kornstein, Don R.
Ma, Jeric
Marcum, James A.
McDonald, Jeffrey A.
Mosier, Michelle
Mulleady, John
Oakey, John A., III
Owen, Linda M.
Pappas, Steven P.
Ramsey, Daniel W.
Mith, Marlies A.
Salovaara, Mikael
Schoonover, Philip J.
Spainhour, J. Patrick
Spurling, Richard D.
Stone, Jeffrey S.
Swidler, Gerald L.
Turner, Ronald L.
Wahle, Elliot
Wong, Mark J.
Woo, Carolyn Y.

Significant Shareholders

J. Richard Atwood
Classic Fund Management Aktiengesellschaft
First Pacific Advisors LLC
HBK Investments LP
HBK Management LLC
HBK Master Fund
HBK Master Fund LP
HBK Partners II LP
HBK Services LLC
Robert L Rodriguez

Mark J Wattles

Prepetition and Postpetition

Secured Lenders

Ableco Finance LLC
Bank of America, N.A.
Burdale Finance Ltd.
Capital One Leverage Finance Corporation
Crystal Capital
Fifth Third Bank
General Electric Capital Corporation
GMAC Commercial Finance LLC
JPMorgan Chase Bank, N.A.
National City Business Credit, Inc.
PNC Bank, N.A.
SunTrust Bank
Textron Financial Corporation
UBS Loan Finance LLC
UPS Capital Corporation
Wachovia Capital Finance Corporation
Webster Financial Corporation
Wells Fargo Retail Finance, LLC

Fifty Largest Unsecured Creditors

Advertising.com
Alliance Entertainment
Apex Digital Inc
Audiovox
Belkin Logistics Inc.
Bethesda Softworks
Buena Vista Home Video
Columbia Tristar Home Video
Dlink Systems
Eastman Kodak Company
Fox Home Entertainment
Fuji Photo Film USA
Garmin International Inc.
Graphic Communications
Hewlett-Packard
Hisense USA Corporation
IBM
IBM Strategic Outsourcing Wire
Incomm
Kensington Computer Products Group
Kingston Technologies
Klipsch Audio Technologies LLC

Lenovo, Inc.
Lexar Media Inc.
Lexmark International Inc.
Linksys
Microsoft Corp Consignment
Microsoft Xbox Consignment
Mitac USA Inc.
Mitsubishi Digital Electronics
Monster Cable Products
Navarre Consignment
Navarre Corporation
Nikon Inc.
Olympus Corporation
Omnimount Systems Inc.
Oncorp US, Inc.
Onkyo USA Corporation
Panasonic North America
Paramount Home Video
Pioneer Electronics (USA) Inc.
Samsung Electronics America
Sandisk Corporation
Sharp Electronics Corporation
Simpletech
Sony Computer Entertainment
Sony Electronics Inc.
Stillwater Designs Inc.
THQ Inc. (ValuSoft)
Toshiba America Business Solutions Inc.
Toshiba America Consumer Products
Toshiba Computer Systems Division
Vizio
Vtech Communications Inc.
Vtech Electronics
Warner Home Video
Zenith Electronics Corporation

Restructuring and Other Professionals

Bingham McCutchen LLP
Ernst & Young
FTI Consulting Inc.
Goldman, Sachs and Company
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
LeClairRyan
McGuireWoods, LLP
Ogilvy Renault LLP
Osler, Hoskin & Harcourt LLP
Rothschild, Inc.
Schulte Roth & Zabel LLP
Wilmer, Cutler, Pickering Hale, & Dorr LLP

U.S. Trustee's Office - Region 4

Bove, Frank J.
Conlon, Debera F.
Davis, Martha
Early, Dennis J.
Frankel, Jack I.
Franklin, Shannon D.
McDow, W. Clarkson.
Van Arsdale, Robert
Weschler, Cecelia A.
Whitehurst, Kenneth N. III

District Court Judges (Eastern District of Virginia)

Anderson, John F.
Brinkeman, Leonie M.
Buchanan, Theresa C.
Cacheris, James C.
Davis, Ivan D.
Ellis, T.S. III
Hilton, Claude M.
Jones, T. Rawles Jr.
Lee, Gerald Bruce
O'Grady, Liam

**Bankruptcy Court Judges
(Eastern District of Virginia)**

Adams, David H.
Huennekens, Kevin R.
Mayer, Robert
Mitchell, Stephen S.

St. John, Stephen C.
Shelley, Blackwell N.
Tice, Douglas O. Jr.

EXHIBIT 2
CREDITORS REPRESENTED BY KELLEY DRYE & WARREN LLP

Developers Diversified Realty Corporation (Committee Member)

General Growth Properties, Inc.

Weingarten Realty Investors

Basser-Kaufman, Inc.

Philips International Holding Corp.

Regency Centers, L.P.

AAC Management Corp.

Jones Lang LaSalle Americas, Inc.

Continental Properties Company, Inc.

Benderson Development Company, LLC

S.J. Collins Enterprises

Goodman Enterprises

DeHart Holdings

Weeks Properties CG Holdings

WEC 99A2

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